

P96000018065

Héctor Mayorga

17500 S.W. 92nd Ave. 96 FEB 23 AM 0:13  
Miami, FL 33157

Feb. 21, 1996

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation of HM TECHNOLOGIES, Inc., a technical services corporation that I want to establish, together with two separate \$35.00 checks for corporation filing and for agent filing fee.

I have already checked by telephone that the intended name of my company is not already registered.

I would very much appreciate your processing my application as necessary, and your letting me know what additional steps may be required from my end.

Sincerely yours,

*H. Mayorga*  
Héctor Mayorga

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Hector Mayorga GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT BA Acceptance  
DATE 2-27-96  
DOC. EXAM HB

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2-28-96  
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ARTICLES OF INCORPORATION

OF

HM TECHNOLOGIES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:

HM TECHNOLOGIES, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock at \$1.00 par value per share.

Shareholders may not sell their shares of stock to third parties without first offering them in writing under the same terms and conditions to the other shareholders proportionately to their ownership of shares. Offerees shall have ten (10) days within which to accept or refuse to purchase, in writing.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time

to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which the shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

#### ARTICLE V - PREEMTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

17500 S.W. 92nd Avenue

Miami, Fla. 33157

and the name of the initial registered agent of this corporation at that address is:

Héctor Mayorga.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

#### ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members on the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Héctor Mayorga	17500 S.W. 92nd Ave. Miami, FL 33157
Antonia Mayorga	17500 S.W. 92nd Ave. Miami, FL 33157

#### ARTICLE IX - CORPORATION ADDRESS

17500 S.W. 92nd Ave.,  
Miami, FL 33157

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE XI - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

#### ARTICLE XII - INCORPORATORS

## ARTICLE XII - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Héctor Mayorga	17500 S.W. 92nd Ave. Miami, FL 33157

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE XIII - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law may not be altered, amended or repealed by the Board of Directors.

## ARTICLE XIV - POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

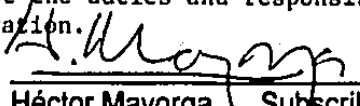
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

## ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20th day of February 1996.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Héctor Mayorga } Subscriber

STATE OF FLORIDA :

SS:

COUNTY OF DADE :

BEFORE ME, the undersigned Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Héctor Mayorga, with Florida Drive License No. M620-320-30-150-0 known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of February, 1996.

Sworn to and Subscribed before me this 20th  
day of February, 1996  
Witness my hand and official seal

Lola Vasquez Notary Public.

